

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MVK FARMCO LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11721 (LSS)

(Jointly Administered)

Requested Hearing Date:

March 27, 2024 at 11:00 a.m. (ET)

Requested Objection Deadline:

March 22, 2024 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (A) THE U.S. TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) THE CREDITORS' COMMITTEE; (C) WILMINGTON TRUST NATIONAL ASSOCIATION, AS SUCCESSOR TO COÖPERATIEVE RABOBANK U.A., NEW YORK BRANCH, AS PREPETITION PROPCO AGENT; (D) COÖPERATIEVE RABOBANK U.A., NEW YORK BRANCH, AS BRIDGE ADMINISTRATIVE AGENT AND BRIDGE PROPCO COLLATERAL AGENT; (E) ROYAL BANK OF CANADA, AS BRIDGE OPCO COLLATERAL AGENT AND PREPETITION OPCO AGENT; (F) METROPOLITAN LIFE INSURANCE COMPANY, IN ITS CAPACITY AS PREPETITION LENDER AND A MEMBER OF THE STEERCO; (G) COMPEER FINANCIAL, PCA, IN ITS CAPACITY AS PREPETITION LENDER AND A MEMBER OF THE STEERCO; (H) AGCOUNTRY FARM CREDIT SERVICES AS A MEMBER OF THE STEERCO; (I) PAINE SCHWARTZ PARTNERS; (J) THE OFFICE OF THE ATTORNEY GENERAL FOR EACH STATE IN WHICH THE DEBTORS OPERATE; (K) THE UNITED STATES ATTORNEY'S OFFICE FOR THE DISTRICT OF DELAWARE; (L) THE INTERNAL REVENUE SERVICE; (M) ALL PARTIES WHO HAVE EXPRESSED A WRITTEN INTEREST IN SOME OR ALL OF THE PROPERTIES; (N) ALL PARTIES KNOWN OR REASONABLY BELIEVED, AFTER REASONABLE INQUIRY, TO HAVE ASSERTED ANY LIEN, ENCUMBRANCE, CLAIM, OR OTHER INTEREST IN THE PROPERTIES; (O) ALL APPLICABLE STATE AND LOCAL TAXING AUTHORITIES; (P) EACH GOVERNMENT AGENCY THAT IS AN INTERESTED PARTY WITH RESPECT TO THE PROPOSED SALE TRANSACTIONS; AND (Q) ANY PARTY THAT HAS REQUESTED NOTICE PURSUANT TO BANKRUPTCY RULE 2002

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: MVK FarmCo LLC (5947); MVK Intermediate Holdings LLC (6016); Gerawan Farming LLC (1975); Gerawan Supply, Inc. (6866); Gerawan Farming Partners LLC (0072); Gerawan Farming Services LLC (7361); Wawona Farm Co. LLC (1628); Wawona Packing Co. LLC (7637); and GFP LLC (9201). The location of the Debtors' service address is: 7700 N. Palm Ave., Suite 206, Fresno, CA 93711.

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Debtors’ Motion for Entry of an Order (I) Authorizing and Approving the Sale of Certain Nonresidential Real Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests and (II) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE THAT, CONTEMPORANEOUSLY WITH THE FILING OF THE MOTION, THE DEBTORS HAVE FILED A MOTION TO SHORTEN (THE “MOTION TO SHORTEN”) REQUESTING THAT ANY RESPONSES OR OBJECTIONS TO THE MOTION BE FILED BEFORE **MARCH 22, 2024 AT 4:00 P.M. (ET)** (THE “OBJECTION DEADLINE”) WITH THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 3RD FLOOR, WILMINGTON, DELAWARE 19801. AT THE SAME TIME, YOU MUST SERVE A COPY OF THE OBJECTION OR RESPONSE UPON THE UNDERSIGNED COUNSEL TO THE DEBTORS SO AS TO BE RECEIVED ON OR BEFORE THE OBJECTION DEADLINE.

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE MOTION TO SHORTEN, THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION BE SCHEDULED FOR **MARCH 27, 2024 AT 11:00 A.M. (ET)** BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH MOTION WITHOUT FURTHER NOTICE OR HEARING.

[Signature page follows]

Dated: March 12, 2024
Wilmington, Delaware

/s/ Andrew A. Mark

Joseph Barry (Del. Bar No. 4221)

Kenneth J. Enos (Del. Bar No. 4544)

Andrew A. Mark (Del. Bar No. 6861)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Email: jbarry@ycst.com

kenos@ycst.com

amark@ycst.com

-and-

Ryan Blaine Bennett, P.C. (admitted *pro hac vice*)

Jaimie Fedell (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: ryan.bennett@kirkland.com

jaimie.fedell@kirkland.com

Co-Counsel for the Debtors and Debtors in Possession